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*Counsel for Sears Holdings Corporation and  
its debtor affiliates, as debtors and debtors in possession*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

**NOTICE OF SECOND QUARTERLY REPORT OF  
ASK LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT-OF  
EXPENSES AS COUNSEL FOR SEARS HOLDINGS CORPORATION AND ITS DEBTOR  
AFFILIATES, AS DEBTORS AND DEBTORS IN POSSESSION  
FOR THE PERIOD OF OCTOBER 1, 2019 THROUGH DECEMBER 31 2019**

**NOTICE IS HEREBY GIVEN** that ASK LLP (“ASK”), special avoidance counsel for the Debtors and Debtors in Possession has filed its Second Quarterly Report for Allowance of Contingent Fees and Reimbursement of Expenses for the Period From October 1, 2019 through December 31, 2019, seeking allowance and payment of ASK’s contingent fees in the amount of \$539,781.78 and actual and necessary expenses in the amount of \$81,571.46 (the “Second Quarterly Report”).

**NOTICE IS FURTHER GIVEN** that objections, if any, to the Second Quarterly Report and request for allowance of ASK’s contingent fees and reimbursement of expenses must be filed with the Clerk of the Court and served upon (i) ASK LLP, 2600 Eagan Woods Drive, Suite 400, St. Paul, Minnesota 55121 (Attn: Kara E. Casteel, Esq.) and (ii) the Standard Parties as defined and designated in the Bankruptcy Court’s Amended Order Implementing Certain Notice and Case Management Procedures, dated November 1, 2018 (D.I. No. 405), so as to be received no later than **February 7, 2020 at 4:00 p.m. (prevailing Eastern Time)**. A hearing on the Second Quarterly Report shall be held only in the event timely objections are filed. In the event timely objections are filed, a hearing on the Second Quarterly Report and the objection(s) thereto will be scheduled and further notice of the date and time of such hearing will be provided.

**PLEASE TAKE FURTHER NOTICE** that, in the absence of any timely objections to the Second Quarterly Report, ASK shall file a certificate of no objection with the Bankruptcy Court, after which the fees and expenses requested in the Second Quarterly Report may be allowed by the Bankruptcy Court on an interim basis.

Dated: January 17, 2020

ASK LLP

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debtor affiliates, debtors and debtors in possession*

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SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.<sup>2</sup>

Chapter 11

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(Jointly Administered)

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**SECOND QUARTERLY REPORT OF ASK LLP AS SPECIAL  
AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE PERIOD  
OCTOBER 1, 2019 THROUGH DECEMBER 31, 2019**

Name of Applicant:	ASK LLP
Authorized to Provide Professional Services to:	Sears Holdings Corporation and its debtor affiliates, the debtors and debtors in possession
Date of Retention:	June 27, 2019 nunc pro tunc April 1, 2019
Period for which compensation and reimbursement is sought:	October 1, 2019 through December 31, 2019
Amount of compensation sought as actual, reasonable and necessary:	\$539,781.78
Amount of expense reimbursement as actual, reasonable, and necessary:	\$81,571.46
Exhibit A:	Summary of Expenses

1. ASK LLP (“ASK”) hereby provides its Second quarterly report seeking allowance of its contingency fees and reimbursement of its actual and necessary expenses the period of October 1, 2019 through December 31, 2019 (the “Second Report”) in accordance with the *Order Authorizing the Employment and Retention of ASK LLP as Special Counsel to the Debtors, Effective Nunc Pro Tunc to April 1, 2019* [Docket No. 4374] (the “ASK Retention Order”).

2. ASK’s contingency fees total the amount of \$539,781.78, and incurred actual and necessary expenses total the amount of \$81,571.46.

WHEREFORE, pursuant to the ASK Retention Order, ASK hereby submits its Second Report.

Dated: January 17, 2020

**ASK LLP**

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*Counsel for the Official Committee  
of Unsecured Creditors*

**Exhibit "A"**

**EXPENSE SUMMARY FOR THE INTERIM PERIOD OF  
OCTOBER 1, 2019 THROUGH DECEMBER 31, 2019**

<b>Expense Category</b>	<b>Service Provider</b>	
Computer Assisted Legal Research		\$2,480.00
Long Distance Telephone		\$2,483.68
In-House Reproduction		\$4,099.30 at .10 per page
Filing/Court Fees		\$70,300.00
Postage		\$1,891.33
Process Server		\$237.25
Courier		\$29.97
Travel		\$49.93
<b>Total</b>		<b>\$81,571.46</b>